

PTO/SB/82 (09-03)

Approved for use through 11/30/2005. OMB 0651-0035

U.S. Patent and Trademark Office; U.S. DEPARTMENT OF COMMERCE

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**REVOCATION OF POWER OF  
ATTORNEY WITH  
NEW POWER OF ATTORNEY  
AND  
CHANGE OF CORRESPONDENCE ADDRESS**

Application Number	09/694,176
Filing Date	10/23/2000
First Named Inventor	Warren et al.
Art Unit	1742
Examiner Name	Leader, William T.
Attorney Docket Number	98-15DIV1

I hereby revoke all previous powers of attorney given in the above-identified application.

☐ A Power of Attorney is submitted herewith.

OR

☒ I hereby appoint the practitioners associated with the Customer Number:

22905

☒ Please change the correspondence address for the above-identified application to:

☒ The address associated with  
Customer Number:

22905

OR

<input type="checkbox"/> Firm or Individual Name				
Address				
Address				
City		State		Zip
Country				
Telephone		Fax		

I am the:

☐ Applicant/Inventor.

☒ Assignee of record of the entire interest. See 37 CFR 3.71.  
*Statement under 37 CFR 3.73(b) is enclosed. (Form PTO/SB/96)*

**SIGNATURE of Applicant or Assignee of Record**

Name	Paul A. Stone		
Signature			
Date	June 21, 2004	Telephone	(408) 773-4027

NOTE: Signatures of all the inventors or assignees of record of the entire interest or their representative(s) are required. Submit multiple forms if more than one signature is required, see below\*.

☐ \*Total of \_\_\_\_\_ forms are submitted.

This collection of information is required by 37 CFR 1.36. The information is required to obtain or retain a benefit by the public which is to file (and by the USPTO to process) an application. Confidentiality is governed by 35 U.S.C. 122 and 37 CFR 1.14. This collection is estimated to take 3 minutes to complete, including gathering, preparing, and submitting the completed application form to the USPTO. Time will vary depending upon the individual case. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, U.S. Department of Commerce, P.O. Box 1450, Alexandria, VA 22313-1450. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.

If you need assistance in completing the form, call 1-800-PTO-9199 and select option 2.



Attorney Docket No. 98-15DIV1

**CERTIFICATE UNDER 37 C.F.R. § 3.73(b)**

Applicant: Christopher J. Warren et al.

Application No.: 09/694,176 Filed: October 23, 2000

For: Combinatorial Electrochemical Deposition and Testing System

Symyx Technologies, Inc., a

corporation

(Name of Assignee)

(Type of Assignee, e.g. corporation, partnership, university, government agency, etc.)

certifies that it is the assignee of the entire right, title and interest in the patent application identified above by virtue of either:

A. ☒ An assignment from the inventor(s) of the patent application identified above. The assignment was recorded in the Patent and Trademark Office at Reel 9340, Frame(s) 0109, or for which a copy thereof is attached. A supplemental assignment filed with a change in name in recorded assignments was recorded in the Patent and Trademark Office at Reel 010216, Frame(s) 0791, a copy of which is also attached.

OR

B. ☐ A chain of title from the inventor(s), of the patent application identified above, to the current assignee as shown below:

1. From: \_\_\_\_\_ To: \_\_\_\_\_  
The document was recorded in the Patent and Trademark Office at  
Reel \_\_\_\_\_, Frame \_\_\_\_\_, or for which a copy thereof is attached.
2. From: \_\_\_\_\_ To: \_\_\_\_\_  
The document was recorded in the Patent and Trademark Office at  
Reel \_\_\_\_\_, Frame \_\_\_\_\_, or for which a copy thereof is attached.

☐ Additional documents in the chain of title are listed on a supplemental sheet.

☐ Copies of assignments or other documents in the chain of title are attached.

The undersigned has reviewed all the documents in the chain of title of the patent application identified above and, to the best of the undersigned's knowledge and belief, title is in the assignee identified above.

The undersigned (whose title is supplied below) is empowered to act on behalf of the assignee.

I hereby declare that all statements made herein of my own knowledge are true, and that all statements made on information and belief are believed to be true; and further, that these statements are made with the knowledge that willful false statements, and the like so made, are punishable by fine or imprisonment, or both, under Section 1001, Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

NAME: Paul A. Stone

TITLE: V.P. & Chief Patent Counsel

SIGNATURE: \_\_\_\_\_

DATE: \_\_\_\_\_

June 21, 2004



UNITED STATES DEPARTMENT OF COMMERCE  
Patent and Trademark Office  
ASSISTANT SECRETARY AND COMMISSIONER  
OF PATENTS AND TRADEMARKS  
Washington, D.C. 20231

98-15

OCTOBER 13, 1998

PTAS



\*100778568A\*

SYMYX TECHNOLOGIES  
RONALD A. KRASNOW  
3100 CENTRAL EXPRESSWAY  
SANTA CLARA, CA 95051

UNITED STATES PATENT AND TRADEMARK OFFICE  
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION  
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AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER  
REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE  
INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA  
PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD  
FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY  
CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723.  
PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE,  
ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY,  
SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 07/20/1998

REEL/FRAME: 9340/0109  
NUMBER OF PAGES: 4

BRIEF: ASSIGNMENT OF ASSIGNOR'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:  
WARREN, CHRISTOPHER J.

DOC DATE: 07/16/1998

ASSIGNOR:  
HAUSHALTER, ROBERT C.

DOC DATE: 07/20/1998

ASSIGNOR:  
MATSIEV, LEONID

DOC DATE: 07/16/1998

ASSIGNEE:  
SYMYX TECHNOLOGIES  
3100 CENTRAL EXPRESSWAY  
SANTA CLARA, CALIFORNIA 95051

SERIAL NUMBER: 09119187  
PATENT NUMBER:

FILING DATE: 07/20/1998  
ISSUE DATE:

RECEIVED

OCT 19 1998

Symyx Technologies  
Legal Department

9340/0109 PAGE 2

SHARMALLA SIMPSON, EXAMINER  
ASSIGNMENT DIVISION  
OFFICE OF PUBLIC RECORDS

MRD 7-20-98



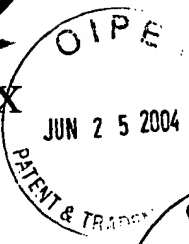
07-29-1998



100778568

SYMYX TECHNOLOGIES

3100 CENTRAL EXPRESSWAY  
SANTA CLARA, CA 95051  
TEL 408.764.2000  
FAX 408.748.0145  
www.symyx.com



July 20, 1998

VIA EXPRESS MAIL

Assistant Commissioner for Patents  
Box: Assignments  
Washington, D.C. 20231

Express Mail No. EI768182393US  
Date of Deposit: July 20, 1998

Re: Recordation of Assignment

Dear Sir:

Please record the attached original assignment document.

- 1 Names of conveying parties: Christopher J. Warren, Robert C. Haushalter and Leonid Matsiev
2. Name and Address of Receiving Party: Symyx Technologies  
3100 Central Expressway  
Santa Clara, CA 95051
3. Nature of Conveyance: Assignment executed on July 17, 1998 and July 20, 1998.
4. This document is being filed together with a new utility patent application.
5. Correspondence address: Ronald A. Krasnow  
Symyx Technologies  
3100 Central Expressway  
Santa Clara, CA 95051
6. Total number of applications involved = 1
7. Total fee: \$40. Please charge deposit account 50-0496 for this fee. A duplicate copy of this cover letter is enclosed.

09/119187

07/27/1998 DNGUYEN 00000168 500496 09119187  
01 FC:581 40.00 CH

Assistant Commissioner for Patents

Page 2

July 20, 1998

To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

The total number of pages, including cover letter and assignment is four.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "Ronald A. Krasnow", with a stylized flourish at the end.

Ronald A. Krasnow  
Registration No. 33,321

Enclosure

## ASSIGNMENT OF PATENT APPLICATION

WHEREAS, Christopher J. Warren of 600 Rainbow Drive, #170, Mountain View, California 94041, Robert C. Haushalter of 25259 Terrace Grove Road, Los Gatos, California 95033 and Leonid Matsiev of 10350 Leola Court, #1, Cupertino, California 95014, hereinafter referred to as "Assignors," are the inventors of the invention described and set forth in the below identified application for United States Letter Patent:

Title of Invention: COMBINATORIAL ELECTROCHEMICAL DEPOSITION AND TESTING SYSTEM

Filing Date: Even Date Herewith Application No.: \_\_\_\_\_; and

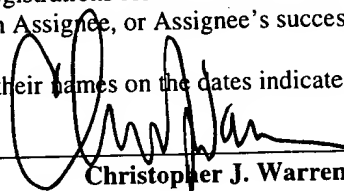
WHEREAS, Symyx Technologies, a California corporation, located at 3100 Central Expressway, Santa Clara, California 95051, hereinafter referred to as "Assignee," is desirous of acquiring an interest in the invention and application and in any Letters Patent and Registrations which may be granted on the same;

For good and valuable consideration, receipt of which is hereby acknowledged by Assignors, Assignors have assigned, and by these presents do assign to Assignee all right, title and interest in and to the invention and application, and to all foreign counterparts (including patent, utility model and industrial designs), and in and to any Letters Patent and Registrations which may hereafter be granted on the same in the United States and all countries throughout the world, and to claim the priority from the application as provided by the Paris Convention. The right, title and interest is to be held and enjoyed by Assignee and Assignee's successors and assigns as fully and exclusively as it would have been held and enjoyed by Assignors had this assignment not been made, for the full term of any Letters Patent and Registrations which may be granted thereon, or of any division, renewal, continuation in whole or in part, substitution, conversion, reissue, prolongation or extension thereof.

Assignors further agree that they will, without charge to Assignee, but at Assignee's expense, (a) cooperate with Assignee in the prosecution of U.S. Patent applications and foreign counterparts on the invention and any improvements, (b) execute, verify, acknowledge and deliver all such further papers, including patent applications and instruments of transfer and (c) perform such other acts as Assignee lawfully may request to obtain or maintain Letters Patent and Registrations for the invention and improvements in any and all countries, and to vest title thereto in Assignee, or Assignee's successors and assigns.

IN TESTIMONY WHEREOF, Assignors have signed their names on the dates indicated.

Date: 7/16/98

  
Christopher J. Warren

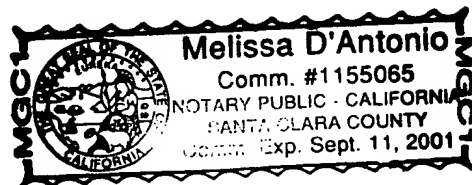
STATE OF California

COUNTY OF Santa Clara

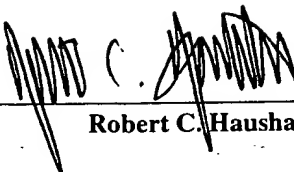
On July 16, 1998, before me, Melissa D'Antonio, Notary Public, personally appeared Christopher J. Warren, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal

Signature Melissa D'Antonio (Seal)



Date: 7/20/98

  
Robert C. Haushalter

STATE OF California

COUNTY OF Santa Clara

On July 20, 1998, before me, Melissa D'Antonio, Notary Public, personally appeared Robert C. Haushalter, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal

Signature  (Seal)



Date: 07.16.98

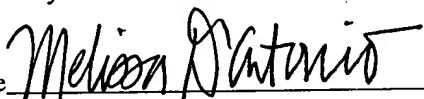
  
Leonid Matsiev

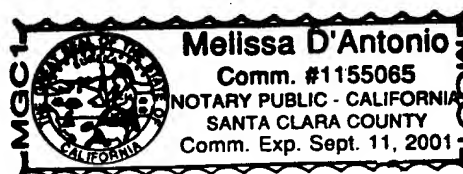
STATE OF California

COUNTY OF Santa Clara

On July 16, 1998, before me, Melissa D'Antonio, Notary Public, personally appeared Leonid Matsiev, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal

Signature  (Seal)







**UNITED STATES DEPARTMENT OF COMMERCE  
Patent and Trademark Office**

ASSISTANT SECRETARY AND COMMISSIONER  
OF PATENTS AND TRADEMARKS  
Washington, D.C. 20231

NOVEMBER 18, 1999

PTAS

SYMYX TECHNOLOGIES, INC.  
RONALD A. KRASNOW  
LEGAL DEPARTMENT  
3100 CENTRAL EXPRESSWAY  
SANTA CLARA, CA 95051



\*101147135A\*

**UNITED STATES PATENT AND TRADEMARK OFFICE  
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RECORDATION DATE: 09/10/1999

REEL/FRAME: 010216/0791  
NUMBER OF PAGES: 31

BRIEF: CHANGE OF NAME IN RECORDED ASSIGNMENTS

ASSIGNOR:  
SYMYX TECHNOLOGIES

DOC DATE: 02/17/1999

ASSIGNEE:  
SYMYX TECHNOLOGIES, INC.  
3100 CENTRAL EXPRESSWAY  
SANTA CLARA, CALIFORNIA 95051

SERIAL NUMBER: 09122932  
PATENT NUMBER:

FILING DATE: 07/27/1998  
ISSUE DATE:

SERIAL NUMBER: 09127195  
PATENT NUMBER:

FILING DATE: 07/31/1998  
ISSUE DATE:

SERIAL NUMBER: 09127660  
PATENT NUMBER:

FILING DATE: 07/31/1998  
ISSUE DATE:

SERIAL NUMBER: 60016102  
PATENT NUMBER:

FILING DATE: 07/23/1996  
ISSUE DATE:

SERIAL NUMBER: 60029255  
PATENT NUMBER:

FILING DATE: 10/25/1996  
ISSUE DATE:

SERIAL NUMBER: 08841423  
PATENT NUMBER:

FILING DATE: 04/22/1997  
ISSUE DATE:

SERIAL NUMBER: 60048987  
PATENT NUMBER:

FILING DATE: 06/09/1997  
ISSUE DATE:

SERIAL NUMBER: 60035202  
PATENT NUMBER:

FILING DATE: 01/10/1997  
ISSUE DATE:

SERIAL NUMBER: 60056818  
PATENT NUMBER:

FILING DATE: 08/22/1997  
ISSUE DATE:

SERIAL NUMBER: 09112247  
PATENT NUMBER:

FILING DATE: 07/08/1998  
ISSUE DATE:

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FILING DATE: 04/22/1997  
ISSUE DATE:

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PATENT NUMBER:

FILING DATE: 07/22/1997  
ISSUE DATE:

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FILING DATE: 06/21/1999  
ISSUE DATE:

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FILING DATE: 06/21/1999  
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FILING DATE: 06/21/1999  
ISSUE DATE:

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PATENT NUMBER:

FILING DATE: 06/21/1999  
ISSUE DATE:

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FILING DATE: 09/30/1997  
ISSUE DATE:

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PATENT NUMBER:

FILING DATE: 10/07/1997  
ISSUE DATE:

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PATENT NUMBER: 5959297

FILING DATE: 10/08/1997  
ISSUE DATE: 09/28/1999

SERIAL NUMBER: 08947085  
PATENT NUMBER:

FILING DATE: 10/08/1997  
ISSUE DATE:

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PATENT NUMBER:

FILING DATE: 10/08/1997  
ISSUE DATE:

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PATENT NUMBER:

FILING DATE: 08/12/1998  
ISSUE DATE:

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PATENT NUMBER:

FILING DATE: 12/12/1997  
ISSUE DATE:

SERIAL NUMBER: 09025841  
PATENT NUMBER:

FILING DATE: 02/19/1998  
ISSUE DATE:

SERIAL NUMBER: 09019425  
PATENT NUMBER:

FILING DATE: 02/05/1998  
ISSUE DATE:

SERIAL NUMBER: 09174986  
PATENT NUMBER:

FILING DATE: 10/19/1998  
ISSUE DATE:

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PATENT NUMBER:

FILING DATE: 06/09/1998  
ISSUE DATE:

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FILING DATE: 08/13/1998  
ISSUE DATE:

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PATENT NUMBER:

FILING DATE: 10/22/1998  
ISSUE DATE:

SERIAL NUMBER: 09211982  
PATENT NUMBER:

FILING DATE: 12/14/1998  
ISSUE DATE:

SERIAL NUMBER: 09119187  
PATENT NUMBER:

FILING DATE: 07/20/1998  
ISSUE DATE:

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PATENT NUMBER:

FILING DATE: 09/08/1998  
ISSUE DATE:

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FILING DATE: 10/08/1998  
ISSUE DATE:

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FILING DATE: 03/02/1998  
ISSUE DATE:

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PATENT NUMBER:

FILING DATE: 09/02/1998  
ISSUE DATE:

SERIAL NUMBER: 09156827  
PATENT NUMBER:

FILING DATE: 09/18/1998  
ISSUE DATE:

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FILING DATE: 08/06/1998  
ISSUE DATE:

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FILING DATE: 12/11/1998  
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PATENT NUMBER:

FILING DATE: 01/26/1999  
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PATENT NUMBER:

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ISSUE DATE:

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PATENT NUMBER:

FILING DATE: 12/23/1998  
ISSUE DATE:

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PATENT NUMBER:

FILING DATE: 12/23/1998  
ISSUE DATE:

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PATENT NUMBER:

FILING DATE: 03/09/1998  
ISSUE DATE:

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PATENT NUMBER:

FILING DATE: 12/04/1998  
ISSUE DATE:

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PATENT NUMBER:

FILING DATE: 12/04/1998  
ISSUE DATE:

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ISSUE DATE:

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FILING DATE: 03/12/1998  
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PATENT NUMBER:

FILING DATE: 07/20/1998  
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FILING DATE: 03/16/1998  
ISSUE DATE:

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FILING DATE: 01/08/1999  
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ISSUE DATE:

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FILING DATE: 04/27/1998  
ISSUE DATE:

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FILING DATE: 04/02/1999  
ISSUE DATE:

SERIAL NUMBER: 09285333  
PATENT NUMBER:

FILING DATE: 04/02/1999  
ISSUE DATE:

010216/0791 PAGE 5

SERIAL NUMBER: 09285335  
PATENT NUMBER:

FILING DATE: 04/02/1999  
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FILING DATE: 04/02/1999  
ISSUE DATE:

SERIAL NUMBER: 09285363  
PATENT NUMBER:

FILING DATE: 04/02/1999  
ISSUE DATE:

SERIAL NUMBER: 08438043  
PATENT NUMBER: 5776359

FILING DATE: 05/08/1995  
ISSUE DATE: 07/07/1998

MAYA BENNETT, EXAMINER  
ASSIGNMENT DIVISION  
OFFICE OF PUBLIC RECORDS

9.10.99

09-17-1999

RECEIVED PATENT

Form PTO-1595

(Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)

REC



US DEPARTMENT OF COMMERCE

Patent and Trademark Office

101147135

To the Honorable Assistant Commissioner of Patents and Trademarks.  
Please record the attached original documents or copy thereof.

1. Name of conveying party(ies)

Symyx Technologies  
3100 Central Expressway  
Santa Clara, CA 95051

Additional name(s) of conveying  
party(ies) attached?

☐ Yes ☒ No

2. Name and address of receiving party(ies)

Name: Symyx Technologies, Inc.  
3100 Central Expressway  
Santa Clara, CA 95051

Additional name(s) & address(es) attached? ☐ Yes ☒ No

3. Nature of Conveyance:

☐ Assignment☐ Merger☒ Other Change of Name in Recorded Assignments☐ Change of Name

Execution Date: 2/17/99

Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s) See Attached Exhibit A

B. Patent No.(s) See Attached Exhibit A

Filed: See Attached Exhibit A

Additional numbers attached? ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Attorney's Name: Ronald A. Krasnow

Name: Symyx Technologies, Inc.  
Legal Department  
3100 Central Expressway  
Santa Clara, CA 95051

6. Total number of applications and patents involved:  
62

7. Total fee (37 CFR 3.41):.....\$ 2,480.00


☐ Enclosed☒ Authorized to be charged to deposit account

8. Deposit account number: 50-0496  
(Attached duplicate copy of this page if paying by deposit account)

9. Statement and signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Ronald A. Krasnow Reg. No. 33, 321  
(Name of Person Signing)

 Sept. 7, 1999  
Signature Date

Total number of pages being submitted, including cover sheet, attachment(s), and document(s) are: 31

Mail documents to be recorded with required cover sheet information to:  
Box Assignments  
Assistant Commissioner of Patents and Trademarks  
Washington, DC 20231

09/17/1999 DNGUYEN 00000102 500496 09122932

01 FC:581 2480.00 CH

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE  
CHANGE OF NAME IN RECORDED ASSIGNMENTS**

**1. Particulars of assignments**

A list of assignments recorded against patent applications and/or patents is set forth on the attached page.

**2. Old name of assignee**

The old name of the assignee shown on the listed assignments are:  
Symyx Technologies, a California Corporation

**3. New name of assignee**

The new name of the assignee is:  
Symyx Technologies, Inc., a Delaware Corporation

**4. Proof of change of name**

Proof of change of name is established by the attached certificate of the Secretary of State of Delaware, showing the name change.

**5. Payment of fee**

Please refer to the "ASSIGNMENT (DOCUMENT) COVER SHEET," to which this paper is attached.



Ronald A. Krasnow  
Reg. No. 33,321

Symyx Technologies, Inc.  
3100 Central Expressway  
Santa Clara, CA 95051  
Tel: (408) 764-2000  
Fax: (408) 748-1221

# Change of Name in Recorded Assignments

## Exhibit A

### Symyx Technologies, Inc.

Docket No.	File Date	Serial No.	Patent No.	Issue Date	Title	Recordation Date Reel/Frame
94-1DIV1	7/27/98	09/122,932			The Combinatorial Synthesis Of Novel Materials	6/9/95 7518/0522
94-1DIV2	7/31/98	09/127,195			The Combinatorial Synthesis Of Novel Materials	6/9/95 7518/0522
94-1DIV3	7/31/98	09/127,660			The Combinatorial Synthesis Of Novel Materials	6/9/95 7518/0522
95-1	5/8/95	08/438,043	5,776,359	7/7/98	Giant Magnetoresistive Cobalt Oxide Compounds	6/12/95 7542/0663-0665
96-1	7/23/96	60/016,102			Combinatorial Synthesis And Analysis Of Homogeneous Catalyst	9/9/96 8124/0912
96-3	10/25/96	60/029,255			Combinatorial Synthesis And Analysis Of Organometallic Compounds And Homogeneous Catalyst	2/14/97 8368/0531
97-1	4/22/97	08/841,423			Systems And Methods For Combinatorial Synthesis Of Novel Materials	11/21/97 8816/0085
97-11	6/9/97	60/048,987			Combinatorial Synthesis And Analysis Of Organometallic Compounds And Homogeneous Catalysts	10/27/97 8774/0363
97-12	1/10/97	60/035,202			Combinatorial Synthesis And Characterization Of Heterogeneous Catalyst Libraries	3/31/97 8464/0618
97-18	8/22/97	60/056,818			Encoding Of Organometallic Libraries	1/20/98 8908/0307
97-19CIP1	7/8/98	09/112,247			Systems And Methods For Employing Optical Probes To Characterize Material Properties	10/7/98 9523/0137
97-2	4/2/97	08/847,967			The Combinatorial Synthesis Of Novel Materials	11/26/97 8818/0839
97-3	7/22/97	08/898,715			Combinatorial Synthesis And Analysis Of Organometallic Compounds And Homogeneous Catalysts	2/23/99 8997/0285
97-3DIV1	1/21/99	09/235,368			Polymerization Method From The Combinatorial Synthesis And Analysis Of Organometallic Compounds And Catalysts	2/23/99 8997/0285
97-3DIV2	6/21/99	09/337,047			Combinatorial Synthesis And Screening Of Supported Organometallic Compounds And Catalysts	2/23/99 8997/0285
97-3DIV3	6/21/99	09/337,048			Combinatorial Synthesis And Analysis Of Organometallic Compounds And Catalysts	2/23/99 8997/0285
97-3DIV4	6/21/99	09/337,043			Combinatorial Synthesis And Analysis Of Organometallic Compounds And Homogeneous Catalysts	2/23/99 8997/0285
97-3DIV5	6/21/99	09/337,612			Combinatorial Synthesis And Analysis Of Organometallic Compounds And Catalysts	2/23/99 8997/0285
97-4	9/30/97	08/941,170			Potential Masking Systems And Methods For Combinatorial Library Synthesis	3/30/97 9060/0696



**Change of Name in Recorded Assignments**  
**Exhibit A**  
**Symyx Technologies, Inc.**

97-5	10/7/97	08/946,135			Infrared Spectroscopy And Imaging Of Libraries	11/21/97 8816/0085
97-6	10/8/97	08/946,730			Mass Spectrometers And Methods For Rapid Screening Of Libraries Of Different Materials	4/13/97 9100/0588
97-7	10/8/97	08/947,085			Optical Systems And Methods For Rapid Screening Of Libraries Of Different Materials	4/20/98 9164/0726
97-8	10/8/97	08/946,921			Systems And Methods For Characterization Of Materials And Combinatorial Libraries With Mechanical Oscillators	3/23/98 9057/0232
97-8CIP1	8/12/98	09/133,171			Method And Apparatus For Characterizing Materials By Using A Mechanical Resonator	8/12/98 9417/0337
97-9	12/12/97	08/989,739			Delivery And Scavenging Agents For Combinatorial Synthesis Of Compounds And Catalysts	6/2/98 9236/0238
97-9CIP1	2/19/98	09/025,841			Delivery And Scavenging Agents For The Synthesis Of Compounds And Catalysts	2/19/98 9021/0436
98-1	2/5/98	09/019,425			Discovery Of Phosphor Materials Using Combinatorial Synthesis Techniques	5/4/98 9196/0670
98-10	10/19/98	09/174,986			Depolarized Light Scattering Array Apparatus And Method Of Using Same	10/19/98 9597/0131
98-13	6/9/98	09/093,870			Parallel Fixed Bed Reactor And Fluid Contacting Apparatus And Method	8/27/98 9418/0682
98-14	8/13/98	60/096,603			Parallel Reactor With Internal Sensing And Method Of Using Same	10/28/98 9561/0934
98-14CIP1	10/22/98	09/177,170			Parallel Reactor With Internal Sensing And Method Of Using Same	4/23/99 9910/0278
98-14CIP2	12/14/98	09/211,982			Improved Parallel Reactor With Internal Sensing	3/22/99 9843/0549
98-15	7/20/98	09/119,187			Combinatorial Electrochemical Deposition And Testing System	7/20/98 9340/0109
98-17	9/8/98	09/149,586			Sampling And Analysis Of Reactions By Trapping Reaction Components On A Sorbent	9/8/98 9452/0348
98-18	10/8/98	09/168,772			Catalyst Ligands, Catalytic Metal Complexes And Processes Using Same	10/8/98 9518/0039
98-2	3/2/98	09/033,207			Encoding Of Organometallic Libraries	3/2/98 9016/0206
98-20	9/2/98	09/146,206			Catalyst Ligands, Catalytic Metal Complexes And Processes Using And Methods Of Making Same	9/2/98 9438/0733
98-21	9/18/98	09/156,827			Formation Of Combinatorial Arrays Of Materials Using Solution-Based Methodologies	9/18/98 9475/0546
98-22	8/6/98	60/095,612			Catalyst Ligands, Catalytic Metal Complexes And Processes Using The Same	8/6/98 9374/0073

**Change of Name in Recorded Assignments**  
**Exhibit A**  
**Symyx Technologies, Inc.**

98-23	12/11/98	09/210,485			Apparatus For Rapid Sensor Array-Based Materials Characterization	12/11/98 9645/0013
98-27	1/26/99	09/237,502			Programmable Flux Gradient Apparatus For Co-Deposition Of Materials Onto A Substrate	5/20/99 9982/0742
98-28	12/18/98	09/215,417			Apparatus And Method For Characterizing Libraries Of Different Materials Using X-Ray Scattering	12/18/98 9668/0784
98-2DIV1	12/23/98	09/220,101			Encoding Of Organometallic Libraries	3/2/98 9016/0206
98-2DIV2	12/23/98	09/220,112			Encoding Of Organometallic Libraries	3/2/98 9016/0206
98-3	3/9/98	09/037,162			Substituted Aminomethylphosphines, Coordination Complexes Of Aminomethylphosphines And Their Synthesis	3/9/98 9076/0656
98-32	12/4/98	09/205,071			Continuous Feed Parallel Reactor	1/25/99 9927/0569
98-33	12/4/98	09/205,811			Combinatorial Discovery And Testing Of Ionic Liquids	12/14/98 9635/0155
98-36	12/11/98	09/210,428			Sensor Array For Rapid Materials Characterization	12/11/98 9645/0566
98-37	12/11/98	09/210,086			Method For Conducting Sensor Array-Based Rapid Materials Characterization	12/11/98 9644/0579
98-4	3/12/98	60/077,808			Metal Complexes Supported By Ancillary Ligands	3/12/98 9105/0410
98-4CIP1	7/20/98	09/119,318			Compositions And Metal Complexes Having Ancillary Ligands	7/20/98 9333/0618
98-5	3/16/98	09/039,991			Sampling And Detection Of Trace Gas Species By Optical Spectroscopy	3/16/98 9047/0133
98-6	3/18/98	60/078,486			Methods For The Rapid Preparation And Screening Of Mixtures Of Organic Pigments	3/18/98 9074/0072
98-7	4/3/98	60/080,652			Rapid Characterization Of Polymers	4/3/98 9129/0003
98-7CIP2	1/8/99	09/227,558			Apparatus And Method Of Research For Creating And Testing Novel Catalysts, Reactions And Polymers	1/8/99 9699/0629
98-8	4/17/98	09/062,128			Ancillary Ligands And Metal Complexes, Catalysts And Compositions Using Same And Methods Of Testing	4/17/98 9120/0896
98-9	4/27/98	09/067,448			Combinatorial Method For Screening Of Catalyst Libraries And Compositions By Detecting Functional Group Transformations	4/27/98 9176/0198
99-10	4/2/99	09/285,393			Automated Sampling Methods For Rapid Characterization Of Polymers	4/2/99 9867/0397
99-11	4/2/99	09/285,333			High-Temperature Characterization Of Polymers	4/2/99 9869/0802

**Change of Name in Recorded Assignments**  
**Exhibit A**  
**Symyx Technologies, Inc.**

99-12	4/2/99	09/285,335			Flow-Injection Analysis And Variable-Flow Light-Scattering Methods And Apparatus For Characterizing Polymers	4/2/99 9867/0417
99-13	4/2/99	09/285,392			Indirect Calibration Of Polymer Characterization Systems	4/2/99 9868/0071
99-9	4/2/99	09/285,363			Rapid Characterization Of Polymers	4/2/99 9868/0047

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "SYMYX TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JANUARY, A.D. 1999, AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel, Secretary of State

2952009 8100

991037325

AUTHENTICATION:

9548524

DATE:

01-29-99

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
SYMYX TECHNOLOGIES, INC.**

Symyx Technologies, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

A. The name of the corporation is Symyx Technologies, Inc. The original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on October 5, 1998.

B. Pursuant to Sections 241 and 245 of the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation restates, integrates and further amends the provisions of the Certificate of Incorporation of this corporation.

C. The corporation has not received any payment for its stock, and no directors have been named in the original Certificate of Incorporation or been subsequently elected or appointed. The undersigned is the sole incorporator of the corporation and has duly adopted this amendment in accordance with Section 241 of the General Corporation Law of the State of Delaware.

D. The text of the Certificate of Incorporation as heretofore amended or supplemented is hereby amended and restated in its entirety to read as follows:

**ARTICLE I**

The name of this corporation is Symyx Technologies, Inc.

**ARTICLE II**

The address of the corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such office is The Corporation Trust Company.

**ARTICLE III**

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

## ARTICLE IV

This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which this corporation is authorized to issue is 73,650,000 shares. 50,000,000 shares shall be Common Stock with a par value of \$0.001 per share. 23,650,000 shares shall be Preferred Stock with a par value of \$0.001 per share, of which 1,000,000 shall be designated Series A Preferred Stock, 8,650,000 shall be designated Series B Preferred Stock, 8,000,000 shall be designated Series C Preferred Stock and 6,000,000 shall be designated Series D Preferred Stock.

## ARTICLE V

The rights, preferences, privileges and restrictions granted to or imposed on the Common Stock and the Preferred Stock or the holders thereof are as follows:

1. Dividend Provisions. The holders of shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock shall be entitled to receive dividends, out of any assets legally available therefor, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of this corporation) on the Common Stock of this corporation, at the rate of \$0.05 per share of Series A Preferred Stock per annum, \$0.15 per share of the Series B Preferred Stock per annum, \$0.30 per share of Series C Preferred Stock and \$0.50 per share of Series D Preferred Stock or, if greater (as determined on a per annum basis and on an as converted basis for the Preferred Stock), an amount equal to that paid on any other outstanding shares of this corporation. Such dividends shall be payable when, as and if declared by the Board of Directors, and shall not be cumulative, and no right shall accrue to holders of Common Stock or Preferred Stock by reason of the fact that dividends on said shares are not declared in any prior period. No shares of Common Stock shall receive any dividend at a rate which is greater than the rate at which dividends are simultaneously paid in respect of the Preferred Stock (based on the number of shares of Common Stock into which the Preferred Stock is convertible on the date of declaration of the dividend).

2. Liquidation Preference.

(a) Preferred Preference. In the event of any liquidation, dissolution or winding up of this corporation, either voluntary or involuntary, the holders of Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of this corporation to the holders of Common Stock by reason of their ownership thereof, amounts per share equal to \$0.50 for each outstanding share of Series A Preferred Stock then held, \$1.50 for each outstanding share of Series B Preferred Stock then held, \$3.00 for each outstanding share of Series C Preferred Stock and \$4.50 for each outstanding share of Series D Preferred Stock then held (each as adjusted for stock splits, combinations or similar events and such amount being referred to herein as the Series A, Series B, Series C and Series D "Preferred Preference," respectively), plus any declared but unpaid dividends on such shares (such amount being referred to herein as the "Premium"). If upon the occurrence of such event,

the assets and funds thus distributed among the holders of the Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then, the entire assets and funds of this corporation legally available for distribution shall be distributed ratably among the holders of the Preferred Stock, in equal priority on a *pari passu* basis according to their respective Preferred Preferences.

(b) Remaining Assets. After distribution of the Preferred Preferences to the holders of Preferred Stock, any remaining assets of the corporation available for distribution to shareholders shall be distributed ratably among the holders of Common Stock based on the number of shares held by each such holder.

(c) Mergers. A merger, acquisition, reorganization, or sale of all or substantially all of the assets of this corporation in which the shareholders of this corporation immediately prior to the transaction possess less than 50% of the voting power of the surviving entity (or its parent) immediately after the transaction shall be deemed to be a liquidation, dissolution or winding up within the meaning of this Section 2; provided that the holders of Preferred Stock and Common Stock shall be paid in cash or in securities received or in a combination thereof (which combination shall be in the same proportions as the consideration received in the transaction). Any securities to be delivered to the holders of the Preferred Stock and Common Stock upon merger, acquisition, reorganization or sale of substantially all the assets of the corporation shall be valued as follows:

(d) if traded on a securities exchange, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the 30-day period ending three (3) business days prior to the closing;

(e) if actively traded over-the-counter, the value shall be deemed to be the average of the closing bid prices over the 30-day period ending three (3) business days prior to the closing; and

(f) if there is no active public market, the value shall be the fair market value thereof as mutually determined by the corporation and the holders of not less than a majority of the outstanding shares of Preferred Stock, provided that if the corporation and the holders of a majority of the outstanding shares of Preferred Stock are unable to reach agreement, then by independent appraisal by an investment banker hired and paid by the corporation, but acceptable to the holders of a majority of the outstanding shares of Preferred Stock.

3. Conversion. The holders of the Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert. Each share of Preferred Stock shall be convertible without the payment of any additional consideration by the holder thereof and, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the corporation or any transfer agent for the Preferred Stock. Each share of Preferred Stock shall be convertible into the number of fully paid and nonassessable shares of Common Stock which results from dividing the Conversion Price (as hereinafter defined) per share in effect for such Preferred Stock at the time of conversion into the per share

Conversion Value (as hereinafter defined) of such series. The number of shares of Common Stock into which a share of a series of Preferred Stock is convertible is hereinafter referred to as the "Conversion Rate" of such series. The initial Conversion Price per share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock shall be \$0.50, \$1.50, \$3.00 and \$4.50 per share, respectively. The per share Conversion Value of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock shall be \$0.50, \$1.50, \$3.00 and \$4.50 per share, respectively. The initial Conversion Price of Preferred Stock shall be subject to adjustment from time to time as provided below.

(b) Automatic Conversion. Each share of Preferred Stock shall automatically be converted into shares of Common Stock at its then effective Conversion Rate immediately upon the closing of a firm commitment underwritten public offering pursuant to an effective registration statement under the Act covering the offer and sale of Common Stock in which (a) the public offering price equals or exceeds \$6.00 per share (adjusted to reflect subsequent stock dividends, stock splits or recapitalization) and (b) the aggregate proceeds raised equals or exceeds \$10,000,000.

(c) Mechanics of Conversion. Before any holder of Preferred Stock shall be entitled to convert the same into shares of Common Stock, such holders of Preferred Stock shall surrender the certificate or certificates therefor, duly endorsed, at the office of the corporation or of any transfer agent for the Preferred Stock and shall give written notice to the corporation at such office that such holders of Preferred Stock elect to convert the same (except that no such written notice of election to convert shall be necessary in the event of an automatic conversion pursuant to Section 3(b) hereof). The corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock a certificate or certificates for the number of shares of Common Stock to which such holders of Preferred Stock shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted (except that in the case of an automatic conversion pursuant to Section 3(b) hereof such conversion shall be deemed to have been made immediately prior to the closing of the offering referred to in Section 3(b)) and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

(d) Fractional Shares. In lieu of any fractional shares to which the holder of Preferred Stock would otherwise be entitled, the corporation shall pay cash equal to such fraction multiplied by the fair market value of one share of such series of Preferred Stock as determined by the board of directors of the corporation. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Preferred Stock of each holder at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(e) Adjustment of Conversion Price. The Conversion Price of Preferred Stock shall be subject to adjustment from time to time as follows:



(i) If the corporation shall issue any Common Stock other than "Excluded Stock", as defined below, for a consideration per share less than the Conversion Price in effect with respect to a Series of Preferred Stock immediately prior to the issuance of such Common Stock (excluding stock dividends, subdivisions, split-ups, combinations, dividends or recapitalizations which are covered by Section 3(e)(iii), (iv), (v) and (vi)), the Conversion Price in effect with respect to such Series of Preferred Stock immediately after each such issuance shall forthwith (except as provided in this Section 3(e)) be adjusted to a price equal to the quotient obtained by dividing:

(A) an amount equal to the sum of

(x) the total number of shares of Common Stock outstanding (including any shares of Common Stock issuable upon conversion of the Preferred Stock, or deemed to have been issued pursuant to subdivision (3) of this clause (i) and to clause (ii) below) immediately prior to such issuance multiplied by the Conversion Price in effect immediately prior to such issuance, plus

(y) the consideration received by the corporation upon such issuance, by

(B) the total number of shares of Common Stock outstanding (including any shares of Common Stock issuable upon conversion of the Preferred Stock or deemed to have been issued pursuant to subdivision (3) of this clause (i) and to clause (ii) below) immediately prior to such issuance plus the additional shares of Common Stock issued in such issuance (but not including any additional shares of Common Stock deemed to be issued as a result of any adjustment in the Conversion Price resulting from such issuance).

For purposes of any adjustment of the Conversion Price pursuant to this clause (i), the following provisions shall be applicable:

(1) In the case of the issuance of Common Stock for cash, the consideration shall be deemed to be the amount of cash paid therefor after deducting any discounts or commissions paid or incurred by the corporation in connection with the issuance and sale thereof.

(2) In the case of the issuance of Common Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair market value thereof as determined by the board of directors of the corporation, in the good faith exercise of its business judgment and in accordance with generally accepted accounting treatment; provided, however, that if, at the time of such determination, the corporation's Common Stock is traded in the over-the-counter market or on a national or regional securities exchange, such fair market value as determined by the board of directors of the corporation shall not exceed the aggregate "Current Market Price" (as defined below) of the shares of Common Stock being issued.

(3) In the case of the issuance of (i) options to purchase or rights to subscribe for Common Stock (other than Excluded Stock), (ii) securities by their terms con-

vertible into or exchangeable for Common Stock (other than Excluded Stock), or (iii) options to purchase or rights to subscribe for such convertible or exchangeable securities:

(A) the aggregate maximum number of shares of Common Stock deliverable upon exercise of such options to purchase or rights to subscribe for Common Stock shall be deemed to have been issued at the time such options or rights were issued and for a consideration equal to the consideration (determined in the manner provided in subdivisions (1) and (2) above), if any, received by the corporation upon the issuance of such options or rights plus the minimum purchase price provided in such options or rights for the Common Stock covered thereby;

(B) the aggregate maximum number of shares of Common Stock deliverable upon conversion of or in exchange for any such convertible or exchangeable securities or upon the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities and subsequent conversion or exchange thereof, shall be deemed to have been issued at the time such securities were issued or such options or rights were issued and for a consideration equal to the consideration received by the corporation for any such securities and related options or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by the corporation upon the conversion or exchange of such securities or the exercise of any related options or rights (the consideration in each case to be determined in the manner provided in subdivisions (1) and (2) above);

(C) on any change in the number of shares of Common Stock deliverable upon exercise of any such options or rights or conversion of or exchange for such convertible or exchangeable securities, or on any change in the minimum purchase price of such options, rights or securities, other than a change resulting from the antidilution provisions of such options, rights or securities, the Conversion Price shall forthwith be readjusted to such Conversion Price as would have obtained had the adjustment made upon (x) the issuance of such options, rights or securities not exercised, converted or exchanged prior to such change, as the case may be, been made upon the basis of such change or (y) the options or rights related to such securities not converted or exchanged prior to such change, as the case may be, been made upon the basis of such change; and

(D) on the expiration of any such options or rights, the termination of any such rights to convert or exchange or the expiration of any options or rights related to such convertible or exchangeable securities, the Conversion Price shall forthwith be readjusted to such Conversion Price as would have obtained had the adjustment made upon the issuance of such options, rights, convertible or exchangeable securities or options or rights related to such convertible or exchangeable securities, as the case may be, been made upon the basis of the issuance of only the number of shares of Common Stock actually issued upon the exercise of such options or rights, upon the conversion or exchange of such convertible or exchangeable securities or upon the exercise of the options or rights related to such convertible or exchangeable securities, as the case may be.

(ii) "Excluded Stock" shall mean:

(A) all shares of Common Stock issued and outstanding on the date this Certificate of Incorporation is filed with the Delaware Secretary of State;

(B) all shares of Preferred Stock and the Common Stock into which the shares of Preferred Stock are convertible; and

(C) all shares of Common Stock, warrants or options to purchase Common Stock or other securities issued to officers, directors, consultants, employees and lenders and lessors of the corporation pursuant to any plan or arrangement approved by the board of directors of the corporation.

All outstanding shares of Excluded Stock (including any shares issuable upon conversion of the Preferred Stock) shall be deemed to be outstanding for all purposes of the computations of Section 3(e)(i) above.

(iii) If the number of shares of Common Stock outstanding at any time after the date hereof is increased by a stock dividend payable in shares of Common Stock or by a subdivision or split-up of shares of Common Stock, then, on the date such payment is made or such change is effective, the Conversion Price of each series of Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of any shares of such series of Preferred Stock shall be increased in proportion to such increase of outstanding shares.

(iv) If the number of shares of Common Stock outstanding at any time after the date hereof is decreased by a combination of the outstanding shares of Common Stock, then, on the effective date of such combination, the Conversion Price of each series of Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of any shares of such series of Preferred Stock shall be decreased in proportion to such decrease in outstanding shares.

(v) In case the corporation shall declare a cash dividend upon its Common Stock payable otherwise than out of retained earnings or shall distribute to holders of its Common Stock shares of its capital stock (other than Common Stock), stock or other securities of other persons, evidences of indebtedness issued by the corporation or other persons, assets (excluding cash dividends) or options or rights (excluding options to purchase and rights to subscribe for Common Stock or other securities of the corporation convertible into or exchangeable for Common Stock), then, in each such case, the holders of shares of Preferred Stock shall, concurrent with the distribution to holders of Common Stock, receive a like distribution based upon the number of shares of Common Stock into which each share of Preferred Stock is convertible.

(vi) In case, at any time after the date hereof, of any capital reorganization, or any reclassification of the stock of the corporation (other than as a result of a stock dividend or subdivision, split-up or combination of shares), or the consolidation or merger of the corporation with or into another person (other than a consolidation or merger in which the corporation is the continuing entity and which does not result in any change in the Common Stock), or of the sale or other disposition of all or substantially all the properties and assets of the corporation, the shares of Preferred Stock shall, after such

reorganization, reclassification, consolidation, merger, sale or other disposition, be convertible into the kind and number of shares of stock or other securities or property of the corporation or otherwise to which such holder would have been entitled if immediately prior to such reorganization, reclassification, consolidation, merger, sale or other disposition such holders had converted such holder's shares of Preferred Stock into Common Stock. The provisions of this clause (vi) shall similarly apply to successive reorganizations, reclassifications, consolidations, mergers, sales or other dispositions.

(vii) All calculations under this Section 3 shall be made to the nearest cent or to the nearest one hundredth (1/100) of a share, as the case may be.

(viii) For the purpose of any computation pursuant to this Section 3(e), the "Current Market Price" at any date of one share of Common Stock, shall be deemed to be the average of the highest reported bid and the lowest reported offer prices on the preceding business day as furnished by the National Quotation Bureau, Incorporated (or equivalent recognized source of quotations); provided, however, that if the Common Stock is not traded in such manner that the quotations referred to in this clause (viii) are available for the period required hereunder, Current Market Price shall be determined in good faith by the board of directors of the corporation, but if challenged by the holders of more than 50% of the outstanding Preferred Stock, then as determined by an independent appraiser selected by the board of directors of the corporation, the cost of such appraisal to be borne by the challenging parties.

(f) Minimal Adjustments. No adjustment in the Conversion Price need be made if such adjustment would result in a change in the Conversion Price of less than \$0.01. Any adjustment of less than \$0.01 which is not made shall be carried forward and shall be made at the time of and together with any subsequent adjustment which, on a cumulative basis, amounts to an adjustment of \$0.01 or more in the Conversion Price.

(g) No Impairment. Without the consent of the majority of the outstanding shares of Preferred Stock, the corporation will not through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 3 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of Preferred Stock against impairment.

(h) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Rate pursuant to this Section 3, the corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The corporation shall, upon written request at any time of any holder of Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Rate of such series at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversions of such holder's shares of Preferred Stock.

(i) Notices of Record Date. In the event of any taking by the corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property or to receive any other right, the corporation shall mail to each holder of Preferred Stock at least ten (10) days prior to such record date, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution or right, and the amount and character of such dividend, distribution or right.

(j) Reservation of Stock Issuable Upon Conversion. The corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of Preferred Stock such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Preferred Stock, the corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(k) Notices. Any notice required by the provisions of this Section 3 to be given to the holder of shares of Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the corporation.

(l) Reissuance of Converted Shares. No shares of Preferred Stock which have been converted into Common Stock after the original issuance thereof shall ever again be reissued and all such shares so converted shall upon such conversion cease to be a part of the authorized shares of the corporation.

4. Voting Rights. Excepts as otherwise required by law, the holder of each share of Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which each share of Preferred Stock could be converted on the record date for the vote or written consent of shareholders and shall have voting rights and powers equal to the voting rights and powers of the Common Stock. The holder of each share of Preferred Stock shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of the corporation and shall vote with holders of the Common Stock upon the election of directors and upon any other matter submitted to a vote of shareholders, except those matters required by law to be submitted to a class vote. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Common Stock into which shares of Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half rounded upward to one).

5. Protective Provisions. In addition to any other class vote that may be required by law, so long as any shares of Preferred Stock are outstanding, this corporation shall not without first

obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of Preferred Stock (voting as a single class):

(a) amend or repeal any provision of, or add any provision to, the corporation's Certificate of Incorporation or Bylaws if such action would materially alter or change the preferences, rights, privileges or powers of, or the restrictions provided for the benefit of, the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock or Series D Preferred Stock, or increase or decrease the number of shares of Preferred Stock authorized hereby;

(b) authorize or issue shares of any class or series of stock not authorized herein having any preference or priority as to dividends or assets superior to or on a parity with any such preference or priority of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock or Series D Preferred Stock; or authorize or issue shares of stock of any class or series of any bonds, debentures, notes or other obligations convertible into or exchangeable for, or having option rights to purchase, any shares of stock of this corporation having any preference or priority as to dividends or assets superior to or on a parity with any such preference or priority of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock or Series D Preferred Stock;

(c) reclassify any class or series of any Common Stock into shares having any preference or priority as to dividends or assets superior to or on a parity with any such preference or priority of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock or Series D Preferred Stock;

(d) apply any of its assets to the redemption, retirement, purchase or acquisition, directly or indirectly, through subsidiaries (as defined in Section 425 of the Internal Revenue Code of 1986, as amended (the "Code") or otherwise, of any shares of any class or series of Common Stock, except from employees, advisors, officers, directors and consultants of, and persons performing services for, this corporation or its subsidiaries on terms approved by the board of directors upon termination of employment or association;

(e) do any act or thing which would result in taxation of the holders of shares of the Preferred Stock under Section 305 of the Code (or any comparable provision of the Code as hereafter from time to time amended);

(f) (i) sell, convey or otherwise dispose of all or substantially all of its property or business, or (ii) merge into or consolidate with any other corporation (other than a wholly owned subsidiary corporation) or effect any other transaction or series of related transactions disposing of more than 50% of the voting power of the corporation.

6. Status of Converted Stock. In the event any shares of Preferred Stock shall be converted pursuant to Section 3 hereof, the shares so converted shall be canceled and shall not be issuable by the corporation, and the Certificate of Incorporation of this corporation shall be appropriately amended to effect the corresponding reduction in the corporation's authorized capital stock.

7. Residual Rights. All rights accruing to the outstanding shares of the corporation not expressly provided for to the contrary in this Article V shall be vested with the Common Stock.

## ARTICLE VI

This corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the statute, and all rights conferred upon the stockholders herein are granted subject to this right.

## ARTICLE VII

This corporation is to have perpetual existence.

## ARTICLE VIII

1. Limitation of Liability. To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or as may hereafter be amended, a director of this corporation shall not be personally liable to this corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

2. Indemnification. This corporation may indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that such person or his or her testator or intestate is or was a director, officer or employee of this corporation, or any predecessor of this corporation, or serves or served at any other enterprise as a director, officer or employee at the request of this corporation or any predecessor to this corporation.

3. Amendments. Neither any amendment nor repeal of this Article VIII, nor the adoption of any provision of this corporation's Certificate of Incorporation inconsistent with this Article VIII, shall eliminate or reduce the effect of this Article VIII, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VIII, would accrue or arise, prior to such amendment, repeal, or adoption of an inconsistent provision.

## ARTICLE IX

In the event that any shares of Preferred Stock shall be redeemed or converted pursuant to the terms hereof, the shares so converted or redeemed shall not revert to the status of authorized but unissued shares, but instead shall be canceled and shall not be re-issuable by this corporation.

State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"SYMYX TECHNOLOGIES, INC.", A CALIFORNIA CORPORATION,  
WITH AND INTO "SYMYX TECHNOLOGIES, INC." UNDER THE NAME OF  
"SYMYX TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE TWELFTH DAY OF FEBRUARY, A.D. 1999, AT 4:30  
O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel, Secretary of State

2952009 8100M

991059712

AUTHENTICATION:

9578382

DATE:

02-17-99



**AGREEMENT AND PLAN OF MERGER  
OF SYMYX TECHNOLOGIES, INC.  
A DELAWARE CORPORATION  
AND  
SYMYX TECHNOLOGIES  
A CALIFORNIA CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER dated as of February 11, 1999, (the "Agreement") is between Symyx Technologies, Inc., a Delaware corporation ("Symyx Delaware") and Symyx Technologies, a California corporation ("Symyx-California"). Symyx Delaware and Symyx-California are sometimes referred to herein as the "Constituent Corporations."

**RECITALS**

A. Symyx Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital of 73,650,000 shares, 50,000,000 of which are designated "Common Stock," \$.001 par value and 23,650,000 of which are designated "Preferred Stock," \$.001 par value. Of such authorized shares of Preferred Stock, 1,000,000 shares are designated "Series A Preferred Stock," 8,650,000 shares are designated "Series B Preferred Stock," 8,000,000 shares are designated "Series C Preferred Stock" and 6,000,000 shares are designated "Series D Preferred Stock." As of the date of this Agreement of Merger, 100 shares of Common Stock were issued and outstanding, all of which were held by Symyx-California. No shares of Preferred Stock were outstanding.

B. Symyx California is a corporation duly organized and existing under the laws of the State of California and has an authorized capital of 73,800,000 shares, 50,000,000 of which are designated "Common Stock," no par value, 150,000 of which are designated "Class B Common Stock," no par value, and 23,650,000 of which are designated "Preferred Stock," no par value. Of such authorized shares of Preferred Stock, 1,000,000 shares are designated "Series A Preferred Stock," 8,650,000 shares are designated "Series B Preferred Stock," 8,000,000 shares are designated "Series C Preferred Stock" and 6,000,000 shares are designated "Series D Preferred Stock." As of the date of this Agreement and Plan of Merger, 8,988,920 shares of Common Stock, 1,000,000 shares of Series A Preferred Stock, 8,600,687 shares of Series B Preferred Stock, 6,750,284 shares of Series C Preferred Stock and 4,210,185 shares of Series D Preferred Stock were issued and outstanding. No shares of Class B Common Stock were outstanding as of the date of this Agreement and Plan of Merger.

C. The Board of Directors of Symyx California has determined that, for the purpose of effecting the reincorporation of Symyx California in the State of Delaware, it is advisable and in the best interests of Symyx California that Symyx California merge with and into Symyx Delaware upon the terms and conditions herein provided.

D. The respective Boards of Directors of Symyx Delaware and Symyx California have approved this Agreement and have directed that this Agreement be submitted to a vote of their respective shareholders and executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Symyx Delaware and Symyx California hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

## I. MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the California General Corporation Law, Symyx California shall be merged with and into Symyx Delaware (the "Merger"), the separate existence of Symyx California shall cease and Symyx Delaware shall be, and is herein sometimes referred as, the "Surviving Corporation," and the name of the Surviving Corporation shall be Symyx Technologies, Inc.

1.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

(a) This Agreement and Merger shall have been adopted and approved by the shareholders of each Constituent Corporation in accordance with the requirements of the Delaware General Corporation Law and the California General Corporation Law;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;

(c) An executed Agreement and Plan of Merger meeting the requirements of the Delaware General Corporation Law shall have been filed with the Secretary of State of the State of Delaware; and

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of Symyx California shall cease and Symyx Delaware, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its and Symyx California's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of Symyx California in the manner more fully set forth in Section 259 of the Delaware General Corporation Law, (iv) shall continue to be subject to all of the debts, liabilities and obligations of Symyx Delaware as constituted

immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Symyx California in the same manner as if Symyx Delaware had itself incurred them, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and the California General Corporation Law.

## II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation. The Certificate of Incorporation of Symyx Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The Bylaws of Symyx Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of Symyx California immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

## III. MANNER OF CONVERSION OF STOCK

3.1 Symyx California Common Shares. Upon the Effective Date of the Merger, each share of Symyx California Common Stock, no par value, issued and outstanding immediately prior thereto shall by virtue of the Merger and without any action by the Constituent Corporations, by the holder of such shares or by any other person, be converted into and exchanged for one fully paid and nonassessable share of Common Stock, \$.001 par value, of the Surviving Corporation. No fractional share interests of Surviving Corporation Common Stock shall be issued. In lieu thereof, any fractional share interests to which a holder would otherwise be entitled shall be aggregated.

3.2 Symyx California Preferred Shares. Upon the Effective Date of the Merger, each share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock of Symyx California, no par value, issued and outstanding immediately prior to the Merger, which shares are convertible into such number of shares of Symyx California Common Stock as set forth in the Symyx California Articles of Incorporation, as amended, shall, by virtue of the Merger and without any action by the Constituent Corporations, by the holder of such shares or by any other person, be converted into or exchanged for one fully paid and nonassessable share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock or Series D Preferred Stock, \$.001 par value, of the Surviving Corporation, respectively,

having such rights, preferences and privileges as set forth in the Certificate of Incorporation of the Surviving Corporation, which share of Preferred Stock shall be convertible into the same number of shares of the Surviving Corporation's Common Stock, \$.001 par value, as such share of Symyx California Preferred Stock was so convertible into immediately prior to the Effective Date of the Merger, subject to adjustment pursuant to the terms of the Certificate of Incorporation of the Surviving Corporation.

**3.3 Symyx California Options, Stock Purchase Rights and Convertible Securities.**

(a) Upon the Effective Date of the Merger, the Surviving Corporation shall assume the obligations of Symyx California under, and continue, the option plans (including without limitation the 1996 Stock Plan and 1997 Stock Plan) and all other employee benefit plans of Symyx California. Each outstanding and unexercised option, other right to purchase, or security convertible into, Symyx California Common Stock or Symyx California Preferred Stock (a "Right") shall become, subject to the provisions in paragraph (c) hereof, an option, right to purchase or a security convertible into the Surviving Corporation's Common Stock or Preferred Stock, respectively, on the basis of one share of the Surviving Corporation's Common Stock or Preferred Stock, as the case may be, for each one share of Symyx California Common Stock or Preferred Stock, as the case may be, issuable pursuant to any such Right, on the same terms and conditions and at an exercise price equal to the exercise price applicable to any such Symyx California Right at the Effective Date of the Merger. This paragraph 3.3(a) shall not apply to Symyx California Common Stock or Preferred Stock. Such Common Stock and Preferred Stock are subject to paragraphs 3.1 and 3.2, respectively, hereof.

(b) A number of shares of the Surviving Corporation's Common Stock and Preferred Stock shall be reserved for issuance upon the exercise of options, stock purchase rights and convertible securities equal to the number of shares of Symyx California Common Stock and Symyx California Preferred Stock so reserved immediately prior to the Effective Date of the Merger.

(c) The assumed Rights shall not entitle any holder thereof to a fractional share upon exercise or conversion (unless the holder was entitled to a fractional interest immediately prior to the Merger). In lieu thereof, any fractional share interests to which a holder of an assumed Right (other than an option issued pursuant to Symyx Delaware's 1996 Stock Plan and 1997 Stock Plan) would otherwise be entitled upon exercise or conversion shall be aggregated (but only with other similar Rights which have the same per share terms). To the extent that after such aggregation, the holder would still be entitled to a fractional share with respect thereto upon exercise or conversion, the holder shall be entitled upon the exercise or conversion of all such assumed Rights pursuant to their terms (as modified herein), to one full share of Common Stock or Preferred Stock in lieu of such fractional share. With respect to each class of such similar Rights, no holder will be entitled to more than one full share in lieu of a fractional share upon exercise or conversion.

Notwithstanding the foregoing, with respect to options issued under the Symyx California 1996 Stock Plan and 1997 Stock Plan that are assumed in the Merger, the number of shares of Common Stock to which the holder would be otherwise entitled upon exercise of each such assumed option following the Merger shall be rounded down to the nearest whole number and the exercise price shall be rounded up to the nearest whole cent. In addition, no "additional benefits" (within the meaning of Section 424(a)(2) of the Internal Revenue Code of 1986, as amended) shall be accorded to the optionees pursuant to the assumption of their options.

**3.4 Symyx Delaware Common Stock.** Upon the Effective Date of the Merger, each share of Common Stock, \$.001 par value, of Symyx Delaware issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by Symyx Delaware, the holder of such shares or any other person, be canceled and returned to the status of authorized but unissued shares.

**3.5 Exchange of Certificates.** After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of Symyx California Common Stock or Preferred Stock may be asked to surrender the same for cancellation to an exchange agent, whose name will be delivered to holders prior to any requested exchange (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's Common Stock or Preferred Stock, as the case may be, into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of Symyx California Common Stock or Preferred Stock shall be deemed for all purposes to represent the number of shares of the Surviving Corporation's Common Stock or Preferred Stock, respectively, into which such shares of Symyx California Common Stock or Preferred Stock, as the case may be, were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of Common Stock or Preferred Stock of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing Common Stock or Preferred Stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of Symyx California so converted and given in exchange therefore, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

If any certificate for shares of the Surviving Corporation's stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and

otherwise in proper form for transfer, that such transfer otherwise be proper and comply with applicable securities laws and that the person requesting such transfer pay to the Exchange Agent any transfer or other taxes payable by reason of issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of the Surviving Corporation that such tax has been paid or is not payable.

#### IV. GENERAL

4.1 Covenants of Symyx Delaware. Symyx Delaware covenants and agrees that it will, on or before the Effective Date of the Merger:

(a) Qualify to do business as a foreign corporation in the State of California and, in connection therewith, irrevocably appoint an agent for service of process as required under the provisions of Section 2105 of the California General Corporation Law.

(b) File any and all documents with the California Franchise Tax Board necessary for the assumption by Symyx Delaware of all of the franchise tax liabilities of Symyx California.

(c) Take such other actions as may be required by the California General Corporation Law.

4.2 Further Assurances. From time to time, as and when required by Symyx Delaware or by its successors or assigns, there shall be executed and delivered on behalf of Symyx California such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by Symyx Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Symyx California and otherwise to carry out the purposes of this Agreement, and the officers and directors of Symyx Delaware are fully authorized in the name and on behalf of Symyx California or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.3 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Symyx California or of Symyx Delaware, or of both, notwithstanding the approval of this Agreement by the shareholders of Symyx California or by the sole stockholder of Symyx Delaware, or by both.

4.4 Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the stockholders of either Constituent Corporation shall not: (a) alter or change the amount or kind of shares, securities, cash, property

and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (b) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (c) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series of capital stock of either Constituent Corporation.

4.5 Registered Office. The registered office of the Surviving Corporation in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801 and The Corporation Trust Company is the registered agent of the Surviving Corporation at such address.

4.6 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 3100 Central Expressway, Santa Clara, California 95051, and copies thereof will be furnished to any shareholder of either Constituent Corporation, upon request and without cost.

4.7 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the California General Corporation Law.

4.8 FIRPTA Notification. (a) On the Effective Date of the Merger, Symyx California shall deliver to Symyx Delaware, as agent for the shareholders of Symyx California, a properly executed statement (the "Statement") substantially in the form attached hereto as Exhibit A. Symyx Delaware shall retain the Statement for a period of not less than seven years and shall, upon request, provide a copy thereof to any person that was a shareholder of Symyx California immediately prior to the Merger. In consequence of the approval of the Merger by the shareholders of Symyx California, (i) such shareholders shall be considered to have requested that the Statement be delivered to Symyx Delaware as their agent and (ii) Symyx Delaware shall be considered to have received a copy of the Statement at the request of the Symyx California shareholders for purposes of satisfying Symyx Delaware's obligations under Treasury Regulation Section 1.1445-2(c)(3).

(b) Symyx California shall deliver to the Internal Revenue Service a notice regarding the Statement in accordance with the requirements of Treasury Regulation Section 1.897-2(h)(2).

IN WITNESS WHEREOF, this Agreement having first been approved by the Boards of Directors of Symyx Delaware and Symyx California is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

SYMYX TECHNOLOGIES, INC.  
a Delaware corporation

By: Steven D. Goldby  
Steven D. Goldby  
Chief Executive Officer and  
Chairman of the Board

ATTEST:

Mario M. Rosati  
Mario M. Rosati  
Secretary

SYMYX TECHNOLOGIES  
a California corporation

By: Steven D. Goldby  
Steven D. Goldby  
Chief Executive Officer and  
Chairman of the Board

ATTEST:

Mario M. Rosati  
Mario M. Rosati  
Secretary



\_\_\_\_\_, 1999

**TO THE SHAREHOLDERS OF SYMYX TECHNOLOGIES:**

In connection with the reincorporation (the "Reincorporation") in Delaware of Symyx Technologies, a California corporation (the "Company"), pursuant to the Agreement and Plan of Merger (the "Agreement") dated as of February 11, 1999 between the Company and Symyx Technologies, Inc., a Delaware corporation and wholly-owned subsidiary of the Company ("Symyx Delaware"), your shares of Company stock will be replaced by shares of stock in Symyx Delaware.

In order to establish that (i) you will not be subject to tax under Section 897 of the Internal Revenue Code of 1986, as amended (the "Code"), in consequence of the Reincorporation and (ii) Symyx Delaware will not be required under Section 1445 of the Code to withhold taxes from the Symyx Delaware stock that you will receive in connection therewith, the Company hereby represents to you that, as of the date of this letter, shares of Company stock do not constitute a "United States real property interest" within the meaning of Section 897(c) of the Code and the regulations issued thereunder.

A copy of this letter will be delivered to Symyx Delaware pursuant to Section 4.9 of the Agreement.

Under penalties of perjury, the undersigned officer of the Company hereby declares that, to the best knowledge and belief of the undersigned, the facts set forth herein are true and correct.

Sincerely,

---

Steven D. Goldby  
Chief Executive Officer and  
Chairman of the Board

**SYMYX TECHNOLOGIES, INC.**

**A Delaware corporation**

**OFFICER'S CERTIFICATE**

Steven D. Goldby and Mario M. Rosati certify that:

1. They are the Chief Executive Officer and Secretary of Symyx Technologies, Inc., a corporation organized under the laws of the State of Delaware.

2. The corporation has authorized two classes of stock, designated "Common Stock" and "Preferred Stock," respectively. There are authorized four series of Preferred Stock, designated "Series A Preferred Stock," "Series B Preferred Stock," "Series C Preferred Stock" and "Series D Preferred Stock," respectively.

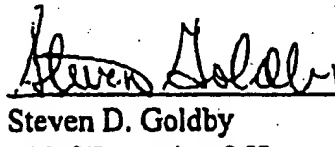
3. There are 100 shares of Common Stock outstanding and entitled to vote on the Agreement and Plan of Merger attached hereto. There are no shares of Preferred Stock outstanding.

4. The principal terms of the Agreement and Plan of Merger were approved by the Board of Directors and by the vote of a number of shares of each class and series of stock which equaled or exceeded the vote required.

5. The percentage vote required was more than 50% of the votes entitled to be cast by holders of outstanding shares of Common Stock.

6. Steven D. Goldby and Mario M. Rosati further declare under penalty of perjury under the laws of the States of Delaware and California that they have read the foregoing certificate and know the contents thereof and that the same is true of their own knowledge.

Executed in Santa Clara, California on February 11, 1999.

  
Steven D. Goldby  
Chief Executive Officer

  
Mario M. Rosati, Secretary

**SYMYX TECHNOLOGIES**  
**A California corporation**

**OFFICER'S CERTIFICATE**

Steven D. Goldby and Mario M. Rosati certify that:

1. They are the Chief Executive Officer and the Secretary of Symyx Technologies, a corporation organized under the laws of the State of California.

2. The corporation has authorized three classes of stock, designated "Common Stock," "Class B Common Stock" and "Preferred Stock," respectively. There are authorized four series of Preferred Stock, designated "Series A Preferred Stock," "Series B Preferred Stock," "Series C Preferred Stock" and "Series D Preferred Stock," respectively.

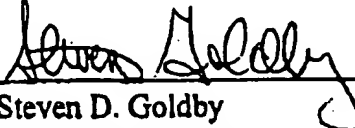
3. There were 6,571,744 shares of Common Stock, 120,000 shares of Class B Common Stock, 1,000,000 shares of Series A Preferred Stock, 8,600,687 shares of Series B Preferred Stock, 6,750,284 shares of Series C Preferred Stock, and 1,222,223 shares of Series D Preferred Stock issued and outstanding as of the record date (the "Record Date") and entitled to vote on and approve the Agreement and Plan of Merger attached hereto.

4. The principal terms of the Agreement and Plan of Merger were approved by the Board of Directors and by the vote of a number of shares of each class and series of stock which equaled or exceeded the vote required.

5. The percentage vote required was more than 50% of the votes entitled to be cast by holders of Common Stock outstanding as of the Record Date, more than 50% of the votes entitled to be cast by holders of Class B Common Stock outstanding as of the Record Date and more than 50% of the votes entitled to be cast by holders of Preferred Stock outstanding as of the Record Date a single class.

6. Steven D. Goldby and Mario M. Rosati further certify under the laws of the States of Delaware and California that they have read the foregoing certificate and know the contents thereof and that the same is true of their own knowledge.

Executed in Santa Clara, California on February 11, 1999.

  
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Steven D. Goldby  
Chief Executive Officer

  
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Mario M. Rosati, Secretary